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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**In re** :  
: **Chapter 11**  
**SEARS HOLDINGS CORPORATION, et al.,** :  
: **Case No. 18-23538 (RDD)**  
: **(Jointly Administered)**  
**Debtors.<sup>1</sup>** :  
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**NOTICE OF REJECTION OF CERTAIN  
UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY  
AND ABANDONMENT OF PROPERTY IN CONNECTION THEREWITH**

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

PLEASE TAKE NOTICE that, on October 15, 2018 (the “**Commencement Date**”), Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), each commenced with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”).

PLEASE TAKE FURTHER NOTICE that, on November 16, 2018, the Bankruptcy Court entered an order granting certain expedited procedures for the rejection of the Debtors’ unexpired real property leases and the abandonment of the Debtors’ property located at such leased premises (ECF No. 800) (the “**Rejection Procedures Order**”). An electronic copy of the Rejection Procedures Order can found at <https://restructuring.primeclerk.com/sears>.

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Rejection Procedures Order, the Debtors hereby give notice of their intent to reject the lease(s) set forth on **Annex A** attached hereto (each, a “**Lease**,” and together, the “**Leases**”), effective as of (unless otherwise ordered by the Court) the later of (i) service and filing of the Rejection Notice and (ii) the date the Debtors have surrendered the leased premises via the delivery of the keys, key codes, and alarm codes to the premises, as applicable, to the Landlord, or, if not delivering such keys or codes, providing notice that the landlord may re-let the premises, as such estimated dates are set forth on **Annex A** (the “**Rejection Date**”).

PLEASE TAKE FURTHER NOTICE that any personal property including inventory, furniture, fixtures, equipment or other materials remaining at the premises subject to the Leases as of the Rejection Date shall be deemed abandoned by the Debtors to the applicable Landlord.

PLEASE TAKE FURTHER NOTICE that with respect to any personal property that is leased to the Debtors by a third party or owned by a third party, such third party shall contact the Debtors and remove or cause to be removed such personal property from the leased premises prior to the Rejection Date. If any such personal property remains on the leased premises after the Rejection Date, the Landlord may dispose of any and all such property as set forth above and without notice or liability to the Debtors or any third party.

PLEASE TAKE FURTHER NOTICE that, any party wishing to object to the Debtors’ proposed rejection of a Lease or abandonment of personal property remaining on the leased premises, must file with the Bankruptcy Court and serve a written objection setting forth the legal and factual bases for such objection (an “**Objection**”) so that it is actually filed with the Bankruptcy Court and served on the following parties no later than ten (10) calendar days after the date of filing and service of this Rejection Notice (the “**Rejection Objection Deadline**”): (i) the Debtors c/o Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179; (ii) the attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, P.C., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., and Sunny Singh, Esq.); (iii) the applicable counterparty to the Lease that is the subject of the Objection; (iv) the Office of the United States Trustee for Region 2, 201 Varick Street, Suite 1006, New York, New York 10014 (Attn: Paul Schwartzberg, Esq. and Richard Morrissey, Esq.); and (v) counsel for any statutory committee appointed in these chapter 11 cases.

PLEASE TAKE FURTHER NOTICE that if no Objection is filed and served in compliance with the foregoing, the Debtors may submit to the Bankruptcy Court after the Rejection Objection Deadline a proposed order approving the rejection of the Leases (each such order, a “**Rejection Order**”), substantially in the form attached hereto as **Annex B**, and the Bankruptcy Court may enter such order without a hearing.

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Rejection Procedures Order, if no Objection is properly filed and served in compliance with the foregoing, the rejection of each Lease shall become effective as of the Rejection Date. The deadline to file a proof of claim to assert any damage claim arising from the rejection of a Lease shall be the later of (i) the deadline to file general unsecured proofs of claim fixed by the Court; and (ii) thirty (30) days after the entry of the Rejection Order.

PLEASE TAKE FURTHER NOTICE that, if an Objection is properly filed and served in compliance with the foregoing, a hearing will be scheduled to consider the Objection. If the Objection is overruled or withdrawn, the effective date of rejection shall be the (i) Rejection Date; (ii) such other date to which the Debtors and the counterparty to the Unresolved Objection have agreed; or (iii) such other date as determined by the Court. If an Objection is filed for fewer than all of the Leases included on the Rejection Notice, the Debtors may proceed with submitting a proposed Rejection Order in accordance with the above procedures for the remaining Leases on the Rejection Notice.

PLEASE TAKE FURTHER NOTICE that a copy of all pleadings filed in these chapter 11 cases, including the motion (ECF No. 24) that sought the relief granted in the Rejection Procedures Order, is available for free at <https://restructuring.primeclerk.com/sears> or for a fee via PACER at <https://ecf.nysb.uscourts.gov>.

Dated: February 26, 2019  
New York, New York

/s/ Jacqueline Marcus  
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**Annex A**

**Rejected Leases**

STORE ID NO.	COUNTERPARTY-LANDLORD AND ADDRESS	COUNTERPARTY-SUBTENANT/ASSIGNEE AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE	ABANDONED PERSONAL PROPERTY
2963	Cranberry Mall Properties LLC (In Receivership) c/o The Woodmont Company, as Receiver Attn: Kim Welborn 2100 W. 27th Street Fort Worth, TX 76107	N/A	Sears, Roebuck and Co.	400 N Center St Westminster, MD 21157-5140	2/26/2019	Shelving, fridge, material handling equip, shopping carts, office furniture, safes, fixtures and counters
2600	CBL & Associates Limited Partnership dba Honey Creek Mall LLC c/o CBL & Assoc. Properties Attn: Chief Legal Officer 2030 Hamilton Place Blvd., Suite 500 Chattanooga, TN 37421	N/A	Sears, Roebuck and Co.	3401 S Us Highway 41 Terre Haute, IN 47802-4154	2/26/2019	Cash wraps, jewelry counter with safe, office furniture, fixtures, employee lockers, baler, compactor, softline fixtures, shelving, universale, floor fixtures, shopping carts, appliance fixtures
3982	Benderson-LeMoore Associates, LP c/o Benderson Development Company, LLC 7978 Cooper Creek Blvd. Suite 100 University Park, FL 34201	N/A	Kmart Corporation	215 W Hanford/Armona Rd Lemoore, CA 93245-2302	2/26/2019	Gondolas, service desk/ register stands, office furniture, safe, baler, compactor, misc fixtures
7470	Hershey Square 2014, L.P. c/o Heidenberg Properties Group 234 Closter Dock Road Closter, NJ 07624	N/A	Kmart Corporation	1170 Mae Street Hummelstown, PA 17036-9185	2/26/2019	Gondola, shelving, pallet racking, cash wraps, service desk, apparel racks, receiving conveyor, safe, office furniture, jewelry cases, IT equipment, material handling equipment
7717	William J. Wade, Owner / Trustee uta #1995-4 c/o Wilmington Trust Company Corporate Trust Administration Rodney Square North, 1100 N. Market Street Wilmington, DE 19890	N/A	Kmart Corporation	2712 W Main St Waynesboro, VA 22980-1618	2/26/2019	Gondolas, register stands, safe, compactor, office furniture, misc fixtures, refrigeration, jewelry showcases, softlines fixtures
1395	West Town S&S LLC c/o Simon Property Group Attn: Executive VP - Development Operations 225 West Washington Street Indianapolis, IN 46204	Lands' End, Inc. Attn: Sr. Vice President & General Counsel 5 Lands' End Lane Dodgeville, WI 53595	Sears, Roebuck and Co.	7600H Kingston Pike West Town, TN 37919-5604	2/26/2019	Safes, Cash Wraps, Compactor, IT Equipment, cash wraps, office furniture, whse shelving and racking, apparel racks
1137	Regency Centers, LP Attn: Lease Administration One Independent Drive, Suite 114 Jacksonville, FL 32202	N/A	Sears, Roebuck and Co.	1000 E 41St Austin, TX 78751-4859	2/26/2019	N/A
1388	S-TRACT LLC C/O SOUTH COAST PLAZA 3315 FAIRVIEW ROAD COSTA MESA, CA 92626	Lands' End, Inc. Attn: Sr. Vice President & General Counsel 5 Lands' End Lane Dodgeville, WI 53595	Sears, Roebuck and Co.	3333 Bristol St Costa Mesa, CA 92626-1811	2/26/2019	N/A
1019	SPG-FCM II LLC dba Stoneridge S&S, LLC c/o Simon Property Group Attn: Executive VP - Development Operations 225 West Washington Street Indianapolis, IN 46204	Lands' End, Inc. Attn: Sr. Vice President & General Counsel 5 Lands' End Lane Dodgeville, WI 53595	Sears, Roebuck and Co.	1700 Stoneridge Dr Pleasanton, CA 94588-	2/26/2019	Safes, Cash wraps, Jewelry cases, Office fixtures, Stockroom fixtures, Compactor, Baler, Sales floor fixtures, Breakroom, Lockers
1454	Neshaminy Anchor Acquisition, LLC Attn: Law/Lease Administration Department 350 N. Orleans Street Suite 300 Chicago, IL 60654-1607	N/A	Sears, Roebuck and Co.	100 Neshaminy Mall Bensalem/Crnwls Hts, PA 19020-1607	2/26/2019	Safes, baler, misc office furniture, apparel fixtures, compactor, warehouse racks, appliance fixtures & displays, jewelry cases, cash wraps
1004	Steel 1111, LLC c/o Steel Equities 999 South Oyster Bay Road Suite 200 Bethpage, NY 11714	Lands' End, Inc. Attn: Sr. Vice President & General Counsel 5 Lands' End Lane Dodgeville, WI 53595	Sears, Roebuck and Co.	1111 Franklin Ave Garden City, NY 11530-1617	2/26/2019	Shelving, fixtures, compactor, baler, it equipment, counters, shopping carts, office furniture, compactor, whse racking
1405	Cross Creek Anchor S, LP c/o CBL & Associates Management, Inc. Attn: Chief Legal Officer 2030 Hamilton Place Blvd., Suite 500 Chattanooga, TN 37421	N/A	Sears, Roebuck and Co.	400 Cross Creek Mall Fayetteville, NC 28303-7244	2/26/2019	Baler, assorted tables, some backroom racking, some office furniture, 4-ways, universals, Some jewelry caces & cash wraps
1790	Jefferson Anchor S, LLC c/o CBL & Associates Management, Inc. Attn: Chief Legal Officer 2030 Hamilton Place Blvd., Suite 500 Chattanooga, TN 37421	N/A	Sears, Roebuck and Co.	4807 Outer Loop Louisville-Okoloma, KY 40219-3200	2/26/2019	Gondola Counters, Apparel & Store Fixtures, Office Desks & File Cabinets, Shopping Carts, Compactor, IT Equipment, Register Stands, Office & Jewelry Safes, warehouse shelving & Racking

STORE ID NO.	COUNTERPARTY-LANDLORD AND ADDRESS	COUNTERPARTY-SUBTENANT/ASSIGNEE AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE	ABANDONED PERSONAL PROPERTY
1131	Northwood Investors dba NW Centennial LLC 575 Fifth Avenue, 23rd Floor New York, NY 10170	Lands' End, Inc. Attn: Sr.Vice President & General Counsel 5 Lands' End Lane Dodgeville, WI 53595	Sears, Roebuck and Co.	7001 S University Blvd Centennial, CO 80122-1599	2/26/2019	Fixtures, buler, compactor, backstock racking, office furniture, jewelry showcases, cash wraps, safe, breakroom appliances
1115	Hamilton Place Anchor S, LLC c/o CBL & Associates Management, Inc. Attn: Chief Legal Officer 2030 Hamilton Place Blvd., Suite 500 Chattanooga, TN 37421	N/A	Sears, Roebuck and Co.	2100 Hamilton Place Blvd Chattanooga, TN 37421-6006	2/26/2019	Apparel fixtures, various pieces of office & break room furniture, jewelry showcases, safes, various styles of stockroom shelving, appliance fixtures, cash wraps, gondolas
3251	Sheldon J. Mandell 2441 N. Leavitt Street Chicago, IL 60647-2005	N/A	Kmart Corporation	6780 W Washington St Indianapolis, IN 46241-2999	2/26/2019	N/A
1470	Simon Property Group, L.P. dba Greenwood Park Mall, LLC Attn: Sr. VP Development 225 West Washington Street Indianapolis, IN 46204	N/A	Sears, Roebuck and Co.	1251 Us Highway 31 N Greenwood, IN 46142-4503	2/26/2019	N/A
4450	Z.A. Sneedon & Sons, Inc., f/k/a Jack A. Sneedon Corp- does to come, Jack passed away 1015 Ashes Drive Suite 205 Wilmington, NC 28405	Choice Auto Repair Leonard Wood 205 Black Court Creek Willow Springs, NC 27592	Kmart Corporation	4500 Western Blvd Raleigh, NC 27606-1814	2/26/2019	Misc. fixtures, service desk, register stands, some gondolas, jewelry counters, shelving, apparel racks
9409	Greenways LP c/o 422 Realty LP 1055 Westlakes Drive Suite 170 Berwyn, PA 19312	N/A	Kmart Corporation	1000 Nutt Rd Phoenixville, PA 19460-2200	2/26/2019	Gondola Shelving, Checkouts, Service Desk, Receiving Conveyor, Refrigeration, Office Equipment, Jewelry Counters, Safe, Walk Behind, Bailer
4026	Mart Plaza, LLC c/o GJ Realty 49 West 37th Street 9th Floor New York, NY 10018-6257	N/A	Kmart Corporation	2901-5 N Belt Hwy St. Joseph, MO 64506-2006	2/26/2019	N/A
4123	Niagara Realty, LLC c/o Edwin P. Yates 3224 Club Drive Los Angeles, CA 90064	N/A	Kmart Corporation	2590 Military Rd Niagara Falls, NY 14304-1506	2/26/2019	Shelving, material handling equipment, fixtures, shopping carts, fixtures counters, office furniture, compactor, safe, checkout stands and service counter, jewelry showcases
4150	CF Altoona LLC (50%) & Altoona Associates LP (50%) c/o David S. Cohen 2000 S. Ocean Blvd., Apt. 11K Boca Raton, FL 33432	N/A	Kmart Corporation	528 W Plank Road Altoona, PA 16602-2802	2/26/2019	Misc fixtures, register counters, office fixtures, IT Equipment, old AP equipment
9392	S & R Company of West Seneca NewCo, LLC c/o Pyramid Management Group, Inc. The Clinton Exchange 4 Clinton Square Syracuse, NY 13202-1078	N/A	Kmart Corporation	349 Orchard Park Rd West Seneca, NY 14224-2634	2/26/2019	Gondola Shelving, Softlines racks/tables, Checkouts, Service Desk, Receiving Conveyor, Refrigeration, Office Equipment/furniture, Jewelry Counters, Safe, Bailer, Shopping carts, unold stockroom shelving, trash compactor
2304	Morgantown Mall Associates LP c/o Washington Prime Group, Inc. Attn: General Counsel 180 East Broad Street Columbus, OH 43215	N/A	Sears, Roebuck and Co.	9520 Mall Rd Westover/Morgantown, WV 26501-8524	2/26/2019	Cash office safe, office furniture, clothes rack gondolas, break room equipment, cash wrap, trash compactor,
2306	Gadsden Mall Associates, LLC c/o Farrallon Capital Management, LLC c/o Nick Carbone One Maritime Plaza, Suite 2100 San Francisco, CA 94111	N/A	Sears, Roebuck and Co.	1001 Rainbow Dr Gadsden, AL 35901-5376	2/26/2019	Compactor, 2-cash wraps, safes, misc. ofc. furniture
2537	JPMCC 2007-LDP12 South Expressway 83, LLC c/o ProEquity Asset Management Corp. 4980 Hillside Circle, Suite A El Dorado Hills, CA 95762	N/A	Sears, Roebuck and Co.	2002 S Expy 83 Harlingen, TX 78552	2/26/2019	Softline fixtures, register counters, backroom wood shelving, backroom shoes shelving, shoes floor counter

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2546	Greenwood Mall LLC c/o GGP, Inc. Attr: Law / Lease Administration Department 110 North Wacker Drive Chicago, IL 60606	N/A	Sears, Roebuck and Co.	2625 Scottsville Rd Bowling Green, KY 42104-4477	2/26/2019	Shelving, shopping carts, office furniture, fixtures, counters
2225	Capitol Funds, Inc. dba Berkeley Mall LLC Attr: David Royster, III Via Overnight address: 720 South Lafayette Street Via US Mail: P.O. Box 146, Shelby, NC 28151 Shelby, NC 28150	N/A	Sears, Roebuck and Co.	703 N Berkeley Blvd Goldsboro, NC 27534-3444	2/26/2019	Baler, few jewelry
7259	Lawrence Kadish c/o Lawrence Kadish Real Estate 135 Jericho Turnpike Old Westbury, NY 11568	New Oriental Crafts, LLC Attr: Feng Zhao 407 Spinnaker Way Williamsburg, VA 23185	Kmart Corporation	118 Waller Mill Rd Williamsburg, VA 23185-2946	2/26/2019	Shelving, material handling equipment, fixtures counters, shopping carts, fixtures counters, office furniture, compactor
3823	Jasper Station, LLC c/o Phillips Edison Group LLC 11501 Northlake Drive Cincinnati, OH 45249-1669	N/A	Kmart Corporation	723 3Rd Ave Jasper, IN 47546-3639	2/26/2019	Gondolas, safe, office furniture, register stands, service desk, shelving, conveyor, baler, compactor, breakroom furniture, softline fixtures, shopping carts, base decks
2617	Victoria Mall LP ATTN: James M. Hull, c/o Hull Storey Gibson Companies, LLC 1190 Interstate Parkway Augusta, GA 30909	N/A	Sears, Roebuck and Co.	7508 N Navarro St Victoria, TX 77904-2654	2/26/2019	Office desks, chairs, compactor, apparel fixtures, FJ cases, appliance wall oven wall, CAC (2), misc stockroom racking
1064	Lincoln Plaza Center, LP c/o Simon Property Group Attr: General Counsel 225 West Washington Street Indianapolis, IN 46204	Lands' End, Inc. Attr: Sr. Vice President & General Counsel 5 Lands' End Lane Dodgeville, WI 53595	Sears, Roebuck and Co.	2300 E Lincoln Hwy Langhmn/Oxford Vly, PA 19047-1824	2/26/2019	Safes, Cash Wraps, Compactor, Baler, IT Equipment, cash wraps, office furniture, whse shelving and racking, apparel racks
3884	Westfall Town Center JV c/o Metro Commercial Management Services, Inc. 307 Fellowship Road Suite 300 Mt. Laurel, NJ 08054	N/A	Kmart Corporation	111 Hulst Dr, Ste 722 Matamoras, PA 18336-2115	2/26/2019	Check outs, service desk, some gondolas, softlines fixtures, jewelry counter, some IT equipment, registers, office furniture
2124	Gemini Management Company, LLC (In Receivership) c/o C-III Asset Management LLC Attr: Chris Brantley, VP Special Servicing 5221 N. O'Connor Blvd., Suite 800 Irving, TX 75039	N/A	Sears, Roebuck and Co.	5522 Shaffer Rd Ste 129 Dubois, PA 15801-3304	2/26/2019	Cash safe, baler, fixtures, office furn, cash registers, cash wraps, shopping carts
2584	Chautauqua Mall LLC c/o Washington Prime Group, Inc. Attr: General Counsel 180 East Broad Street Columbus, OH 43215	N/A	Sears, Roebuck and Co.	Rt 394 & Hunt Blvd Lakewood, NY 14750-	2/26/2019	Cash wraps, shopping carts, office furniture, compactor ram unit, misc floor fixtures
3941	Hauppauge Properties, LLC 1975 Hempstead Turnpike Suite 309 East Meadow, NY 11554	N/A	Kmart Corporation	Northridge S/C Us Hwy 127 Russell Springs, KY 42642-4559	2/26/2019	Misc. fixtures, service desk, register stands, baler, some gondolas, jewelry counters, safe, shopping carts
9415	Lake Plaza Shopping Center LLC c/o Heidenberg Properties LLC 234 Closter Dock Road Closter, NJ 07624	N/A	Kmart Corporation	987 Route 6 Mahopac, NY 10541-1709	2/26/2019	Safe, Office Furniture, Gondolas, Shelves, Register Stands, Service Desk, Jewelry Cases, Conveyor, Baler, Stockroom Racking, Shopping Carts, AP Camera Equipment
1564	Marion Plaza, Inc. d/b/a Eastwood Mall c/o The Cafaro Company Attr: Legal Department 5577 Youngstown-Warren Road Niles, OH 44446	N/A	Sears, Roebuck and Co.	5320 Youngstown Rd Niles, OH 44446-	2/26/2019	Compactor and the lockers in the basement of the Auto Center
9539	University Center Associates c/o Metropolitan Management Corporation 230 Windsor Avenue P O Box 446 Narberth, PA 19072	N/A	Kmart Corporation	3205 Lincoln Hwy Thorndale, PA 19372-1012	2/26/2019	Gondola Shelving, Register Stands, Refrigeration, Soft Lines Fixtures, Office Equipment, Safe, Jewelry Counters, Receiving Conveyor, Compactor

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2330	The Cafaro Northwest Partnership dba South Hill Mall c/o The Cafaro Company Attn: Legal Department 5577 Youngstown-Warren Road Niles, OH 44446	N/A	Sears, Roebuck and Co.	3500 S Meridian Ste 900 Puyallup, WA 98373-3722	2/26/2019	Retail fixtures, jewelry wrap, 3 safes, compactor + container, baler, whse shelving, cash wraps
3361	Floreff LLC and Nathan Alison LLC (a 50% undivided interest each) c/o Kin Properties, Inc. 185 NW Spanish River Blvd. Suite 100 Boca Raton, FL 33431-4230	Floreff LLC & Nathan & Alison LLC General Counsel c/o Kin Properties 185 N.W. Spanish River Blvd. Suite 100 Boca Raton, FL 33431	Kmart Corporation	1502 South Fourth St Allentown, PA 18103-4949	2/26/2019	Check outs, service desk, gondolas, conveyor, safe, office furniture, softlines fixtures, baler, jewelry counters, 1 cooler, registers, some IT equipment
4257	Maulaw Investment Company, Ltd. c/o EMMCO Realty Group 3681 S. Green Road Suite 201 Beachwood, OH 44122	N/A	Kmart Corporation	17840 Bagley Rd Middleburg Heights, OH 44130-3401	2/26/2019	Compactor, Conveyor purchased by new tenant, Service desk, checkout stands
4010	Shaler Zamagias Limited Partnership c/o Zamagias Properties, Attn: Legal Department The Times Building 336 Fourth Avenue Pittsburgh, PA 15222	N/A	Kmart Corporation	880 Butler Street Pittsburgh, PA 15223-1319	2/26/2019	Gondolas, Refrigeration, Shelving, register stands, Service desk, Softlines fixtures, shopping carts
3808	Broad Street Station Shopping Center, LLC c/o Collett & Associates, Inc P O Box 36799 Charlotte, NC 28236-6799	N/A	Kmart Corporation	1530 East Broad Street Statesville, NC 28625-4302	2/26/2019	Gondolas, Shelving, Free standing fixtures Register Stands, Service Desk, Layaway counter, Fitting Rooms, Jewelry Cases, Safe, Office Furniture, Breakroom Furniture, Conveyor, Stockroom equipment, Some IT equipment, shopping carts
4054	Riverview Plaza Associates, LP c/o The Zappala Group, Attn: Mark Zappala 521 Thorn Street P.O. Box 597 Sewickley, PA 15143	N/A	Kmart Corporation	100 Tarentum Rd New Kensington, PA 15068-4670	2/26/2019	Shelving, IT Equip., Shopping Carts, Gondola Shelving, Office furniture/equip, Safes, Fixtures, Compactor, Back room bins, Rollers, Plant Carts/tables, minimal material handling items, apparel fixtures
4741	William J. Wade, Owner / Trustee uta #1995-4 c/o Wilmington Trust Company Corporate Trust Administration Rodney Square North, 1100 N. Market Street Wilmington, DE 19890	N/A	Kmart Corporation	8363 Lewiston Road Batavia, NY 14020-1236	2/26/2019	Shelving, material handling equipment, fixtures, shopping carts, fixtures counters, office furniture, compactor, safe, checkout stands and service desk counter, jewelry showcases
9438	BT Pleasant Hills, LP c/o BET Investments, Inc. 200 Dryden Road Suite 2000 Dresher, PA 19025	N/A	Kmart Corporation	720 Clairton Blvd/Rte 51 Pleasant Hills, PA 15236-4517	2/26/2019	Office furniture Gondolas, stockroom shelves, cash wraps, restaurant equipment, Conveyor, cash office safe, clothes racks
2341	GGP LP LLC dba PDC - Eastridge Mall LLC Attn: Law-Lease Administration Department 350 N. Orleans Street, Suite 300 Chicago, IL 60654-1607	N/A	Sears, Roebuck and Co.	701 Se Wyoming Blvd Casper, WY 82609-4213	2/26/2019	N/A
3713	Brixmor Operating Partnership LP dba Brixmor Covington Gallery Owner, LLC c/o Brixmor Property Group 450 Lexington Avenue 13th Floor New York, NY 10170	N/A	Kmart Corporation	6239 Turner Lake Road Covington, GA 30014-2064	2/26/2019	Gondolas, register stands, service desks, some office furniture, jewelry counters, safe
7274	Mauldin at Butler, LLC c/o Hughes Real Estate 304 N. Church St. P O Drawer 2567 (Zip 29602) Greenville, SC 29601	Mauldin at Butler, LLC (Hughes Development) Jayne McCall P.O. Box 2567 Greenville, SC 29601	Kmart Corporation	129 West Butler Avenue Mauldin, SC 29662-2534	2/26/2019	Conveyor, safe, gondolas, shelving, softlines racks, register stands, office furniture, material handling equipment, shopping carts, IT equipment
7229	CM Grayson, LLC c/o Colony Mill Enterprises LLC 102 N E 2nd Street #141 Boca Raton, FL 33432	N/A	Kmart Corporation	600 C W Stevens Blvd Grayson, KY 41143-1190	2/26/2019	Gondolas, Shelving, register stands, Service desk, Softfixures
3820	Charlevoix Commons Investments, LLC c/o First Commercial Realty & Development Co., Inc. 27600 Northwestern Highway Suite 200 Southfield, MI 48034	N/A	Kmart of Michigan, Inc.	06600 M-66 North Charlevoix, MI 49720-9505	2/26/2019	Some IT equipment, shelving, flatbeds, office furniture, fixtures/counters, shopping carts



STORE ID NO.	COUNTERPARTY-LANDLORD AND ADDRESS	COUNTERPARTY-SUBTENANT/ASSIGNEE AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE	ABANDONED PERSONAL PROPERTY
7209	Calcutta Realty Associates, LLC 508 Allegheny River Blvd. Suite 200 Oakmont, PA 15139	N/A	Kmart Corporation	15891 State Rt 170 East Liverpool, OH 43920-9633	2/26/2019	Gondolas, Shelving, register stands, Service desk, Softlines fixtures, shopping carts, receiving conveyor
3371	AGC Addison, LLC dba AGC Addison Owner, LLC c/o Angelo, Gordon & Co., L.P. 245 Park Avenue, 24th Floor New York NY 10167	AGC Addison Owner, LLC, c/o Angelo, Gordon & Co LP Attn: Olive Garden 245 Park Ave; 24th Floor New York NY 10167	Kmart Corporation	3443 W Addison Chicago, IL 60618-4249	2/26/2019	Compactor, baler, conveyors, Safe, shelving, refrigeration, Material handling equip., office furniture, gondolas, checkout stands, softlines racks
2156	CHM Foothills 7, LLC, c/o Hunter Development Company 5731 Lyons View Pike, Suite 225 Knoxville TN 37919	N/A	Sears, Roebuck and Co.	198 Foothills Mall Maryville, TN 37801-2310	2/26/2019	Safes, Cash Wraps, Compactor, IT Equipment, cash wraps, office furniture, whse shelving and racking, apparel racks
2421	Conestoga Realty LLC, c/o Namdar Realty Group, LLC 150 Great Neck Road, Suite 304 Great Neck NY 11021	N/A	Sears, Roebuck and Co.	175 Conestoga Mall Grand Island, NE 68803-2397	2/26/2019	Safe, cash wraps, baler, pallet racking, footwear shelving, 4 ways, T-stands, universal
3896	Gator Oeste Owner, LLC, c/o Gator Investments 7850 NW 146th Street, 4th Floor Miami Lakes FL 33016	N/A	Kmart Corporation	Castro Perez Ave (Pr 122) San German, PR 00683-	2/26/2019	Shelving, shopping carts, office furniture, fixtures, counters, compactor, conveyor, gondolas, baler, it equipment, whse racking, office & break room furniture and lockers, jewelry showcase, pantry refrigerator, sales floor fixtures, cash office equipment
2557	Mall at Longview, LLC, c/o Washington Prime Group Inc. Chase Tower, 111 Monument Circle Indianapolis IN 46204	N/A	Sears, Roebuck and Co.	3510 Mecum Rd Longview, TX 75605-4420	2/26/2019	Jewelry case, cash wraps, shelving
1424	Montgomery Mall Buyer, LLC, c/o Westfield Corporation Attn: Office of Legal Counsel, 2049 Century Park East, 41st Floor Los Angeles CA 90067	Lands' End, Inc. Attn: Sr. Vice President & General Counsel 5 Lands' End Lane Dodgeville, WI 53595	SRC O.P. LLC	7103 Democracy Blvd Bethesda, MD 20817-1007	2/26/2019	IT Equipment, shelving, Fridge, material handling equip, shopping carts, office furniture, fixtures and counters, baler, compactor
4064	Riverview Plaza Associates, LP, c/o The First City Company Three Gateway Center, 401 Liberty Avenue, Suite 200 Pittsburgh PA 15222	Burger King Corporation, Attn: M. Molina P O Box 02083 Miami FL 33192	Kmart Corporation	1901 Lincoln Hwy North Versailles, PA 15137-2736	2/26/2019	Shelving, IT Equip., Shopping Carts, Gondola Shelving, conveyor, Office furniture/equip, Safes, Fixtures, Compactor, Back room bins, Rollers, Plant Carts/tables, minimal material handling items, apparel fixtures
2683	Salmon Run Shopping Center, LLC, c/o Pyramid Management Group, LLC The Clinton Exchange, 4 Clinton Square Syracuse NY 13202-1078	N/A	Sears, Roebuck and Co.	1481 & Arsenal Rt 3 Watertown, NY 13601-	2/26/2019	Compactor, cash wraps, wood slot wall fixtures
1375	Novant Health Realty Holdings, LLC 2085 Frontis Plaza Boulevard Winston-Salem, NC 27103	Lands' End, Inc. Attn: Sr. Vice President & General Counsel 5 Lands' End Lane Dodgeville, WI 53595	SRC Facilities LLC	3320 Silas Creek Pkwy Winston Salem, NC 27103-3031	2/26/2019	N/A
2074	Stroud Mall, LLC, C/O CBL & Associates Management, Inc. Attn: General Counsel, 2030 Hamilton Place Blvd., Suite 500 Chattanooga TN 37421	N/A	Sears, Roebuck and Co.	344 Stroud Mall Stroudsburg, PA 18360-	2/26/2019	Shelving, baler, fixtures, breakroom fridge and furniture, IT equipment, shopping carts, compactor, jewelry counters, office furniture, z racks
2315	Treasure Coast - JCP Associates, Ltd., c/o Simon Property Group 225 West Washington Street Indianapolis IN 46204	N/A	Sears, Roebuck and Co.	3342 Nw Federal Hwy Us 1 Jensen Bch(Stuart), FL 34957-	2/26/2019	Apparel fixtures, gondolas, IT safes, office furn., cash wraps
2106	TUP 130, LLC, c/o Brookfield Properties (R.) LLC Attn: Legal Department, 200 Vesey Street, 25th Floor New York NY 10281	N/A	Sears, Roebuck and Co.	1001 Barnes Crossing Rd Tupelo, MS 38804-0916	2/26/2019	Checkout counters, Jewelry towers

STORE ID NO.	COUNTERPARTY-LANDLORD AND ADDRESS	COUNTERPARTY-SUBTENANT/ASSIGNEE AND ADDRESS	DEBTOR	PROPERTY ADDRESS	REJECTION DATE	ABANDONED PERSONAL PROPERTY
3380	Waterville Shopping Trust, c/o Maine Crossroads LLC P O Box 1534, Waterville ME 04903	N/A	Kmart Corporation	18 Elm Plaza Waterville, ME 04901-4936	2/26/2019	Baler, Safe, Gondolas, Shelving, Compactor, Pantry Coolers, Stockroom Bins, Shopping Carts
8258	LAKEWOOD MARKETPLACE LLC C/O TOIBB ENTERPRISES 6355 TOPANGA CANYON BLVD SUITE 335 WOODLAND HILLS, CA 91367	N/A	Sears, Roebuck and Co.	5436 Woodruff Ave LAKEWOOD, CA 90713	2/26/2019	Office/breakroom furniture, warehouse racking, metal shed in rear parking lot
6628	Braun Family Trust, u/d 3/8/2012 Larry A. Braun and Chrysteen Braun, Trustees, c/o Chrysteen Braun, Trustee 540 Los Altos Avenue Long Beach, CA 90814-2419	N/A	Sears, Roebuck and Co.	13695 Mariposa Rd VICTORVILLE, CA 92395	2/26/2019	N/A
3495	2020 Liberty Rock, LLC c/o Colliers International, as Receiver 864 Wethersfield Avenue Hartford, CT 06114	N/A	Kmart Corporation	589 Bridgeport Ave Milford, CT 06460	2/26/2019	Fixtures and equipment abandoned
30956	RPSLegacyDeSoto LLC c/o Azure Properties, Inc. 95 S. Owasso Blvd. W Little Canada, MN 55117	N/A	Kmart Corporation	50 Signal Hill Mall West St. Paul, MN 55118	2/26/2019	N/A
6374	Pacific NW Properties Limited Partnership P.O. Box 2206 Beaverton, OR 97075-2206	N/A	Sears, Roebuck and Co.	14658 Se 82Nd Dr CLACKAMAS, OR 97015	2/26/2019	N/A
8037	Walnut Hill Properties LLC c/o Charter Real Estate Corp. Attn: David DeVaney, President 414 Vine Street Chattanooga, TN 37403	N/A	Sears, Roebuck and Co.	6300 Enterprise Park Dr; Ste A CHATTANOOGA, TN 37416	2/26/2019	Office desks, dry erase boards
24554	RYP Rojas, LLC 5675 Woodrow Bean, Suite 11 El Paso, TX 79924	N/A	Sears Home Improvement Products, Inc.	1335 Geronimo Dr El Paso, TX 79925	2/26/2019	Office furniture, refrigerator
36692	GC Columbia, LLC c/o Urban Remissance Property Company, LLC 701 5th Avenue Suite 4150 Seattle, WA 98104	N/A	Sears, Roebuck and Co.	701 5th Ave Seattle, WA 98104	2/26/2019	Office supplies
1313	DLM Properties LLC 22 ABBOTT STREET HUDSON, NH 03051	N/A	Sears, Roebuck and Co.	71 Pine Street Hudson, NH 03051	2/26/2019	N/A
443	Robert K. Mericle 100 Baltimore Drive Wilkes-Barre, PA 18702	N/A	Innovel Solutions, Inc., f/k/a Sears Logistics Services, Inc.	1070 Hanover St Wilkes Barre, PA 18706	2/26/2019	N/A
449	MZIRP, Inc. 31381 Pond Road McFarland, CA 93250	N/A	Innovel Solutions, Inc., f/k/a Sears Logistics Services, Inc.	31381 Pond Road McFarland, CA 93250	2/26/2019	N/A
433	Icon Owner Pool 4 Northeast/Midwest, LLC Attn: Lease Administration c/o GLP US Management LLC Two North Riverside Plaza, Suite 2350 Chicago, IL 60606	N/A	Innovel Solutions, Inc., f/k/a Sears Logistics Services, Inc.	2040 N Union St Middletown, PA 17057	2/26/2019	N/A

**Annex B**

**Rejection Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	
	:	<b>Chapter 11</b>
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:	
	:	<b>Case No. 18-23538 (RDD)</b>
	:	
Debtors. <sup>1</sup>	:	<b>(Jointly Administered)</b>
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**ORDER APPROVING THE REJECTION  
OF UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY  
AND ABANDONMENT OF PROPERTY IN CONNECTION THEREWITH**

Pursuant to and in accordance with the *Order Authorizing Debtors to Establish Procedures for Rejection of Unexpired Leases of Nonresidential Real Property and Abandon Property in Connection Therewith* (ECF No. 800) (the “**Rejection Procedures Order**”)<sup>2</sup> entered in the above-captioned chapter 11 cases of Sears Holdings Corporation and its debtor affiliates (collectively, the “**Debtors**”); and the Debtors having properly filed with this Court and served on the Rejection Notice Parties a notice (the “**Rejection Notice**”) of their intent to reject certain

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Rejection Procedures Order.

unexpired leases identified on **Exhibit 1** hereto (“**Leases**”) and to abandon any property remaining at the leased premises on the Rejection Date of the applicable Leases that the Debtors determine is too difficult to remove or expensive to store, such that the economic benefits of removing or storing such remaining property would be outweighed by the attendant costs in accordance with the terms of the Rejection Procedures Order, and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice need be provided; and no timely objections having been filed to the Rejection Notice; and the Court having found and determined that the relief requested is in the best interests of the Debtors, their estates, their creditors, and all parties in interest, and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Leases are hereby rejected as set forth herein, effective as of the later of (i) service and filing of the Rejection Notice and (ii) the date the Debtors have surrendered the premises to the Landlord via the delivery of the keys, key codes, and alarm codes to the premises, as applicable, to the Landlord, or, if not delivering such keys or codes, providing notice that the Landlord may re-let the premises, as such estimated dates are set forth on **Exhibit 1** (the “**Rejection Date**”).

2. Any and all personal property remaining at the leased premises as of the applicable Rejection Date shall be deemed abandoned upon the Rejection Date without further notice or order of the Court, free and clear of all liens, claims, interests, or other encumbrances.

3. With respect to any assets abandoned at one of the Debtors’ leased properties, the applicable Landlord or other designee shall be free, notwithstanding the automatic stay, to dispose of such property without liability to any party (including any third

parties) and without further notice or order of the Court; and the applicable Landlord's rights, if any, to file a claim for the costs of disposal of such property are fully reserved, as are the rights of any party in interest to object to such claims.

4. If any affected non-Debtor party (each, a **"Counterparty"**) to a Lease asserts a claim against the Debtors arising from the rejection of the Lease, the Counterparty shall submit a proof of claim by the later of (i) the deadline to file general unsecured proofs of claim fixed by the Court; and (ii) thirty (30) days after the entry of this Order. If a Counterparty does not timely file a proof of claim in accordance with the terms of this Order, the Counterparty shall forever be barred from asserting a claim arising from the rejection of their Lease, absent further order of this Court to the contrary.

5. Nothing contained in this Order is intended to be or shall be construed as (i) an admission as to the validity of any claim against the Debtors; (ii) a waiver of the Debtors' or any appropriate party in interest's rights to dispute the amount of, basis for, or validity of any claim against the Debtors; (iii) a waiver of any claims or causes of action that may exist against any creditor or interest holder; or (iv) an approval, assumption, or adoption, of any agreement, contract, lease, program, or policy between the Debtors and any third party under section 365 of the Bankruptcy Code.

6. Notwithstanding entry of this Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by, any party.

7. The Debtors are authorized to take all action necessary to effectuate the relief granted in this Order.

8. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: \_\_\_\_\_, 2019  
White Plains, New York

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THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit 1**

**Schedule of Rejected Leases**